

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3936776

The Registrar of Companies for England and Wales hereby certifies that

ASSERTA HOME LIMITED

having by special resolution changed its name, is now incorporated
under the name of

PROJECT HAMBURG LIMITED

Given at Companies House, London, the 1st March 2000



C039367760

A handwritten signature in black ink, appearing to read 'K Davis'.

K DAVIS

For The Registrar Of Companies



C O M P A N I E S H O U S E

Company No. 3936776

The Companies Acts 1985 to 1989



SPECIAL RESOLUTION
OF
ASSERTA HOME LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company the following Resolutions were duly passed as Special Resolutions, viz:

RESOLUTIONS

Passed 24/02/2000

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

PROJECT HAMBURG LIMITED

2. THAT, clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

A handwritten signature in cursive script, appearing to read 'R. Spencer'.

Chairman

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR COLLECTION BY STANLEY DAVIS GROUP LIMITED.

S/Dag 100
N/C
HSBC 105267.